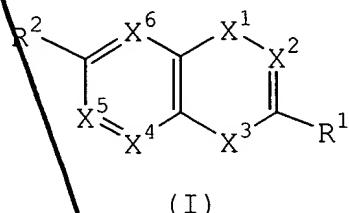


AMENDMENTS

Delete claims 11 and 36.

Replace claims 10 as follows:

10. (amended twice) A compound of formula (I)



including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts and solvates thereof wherein:

X^1 is $C=O$;

X^2 is CR^3 ;

X^3 is $-NH-$;

X^4 is CR^4 ;

X^5 is CR^5 ;

X^6 is CR^6 ;

R^1 is alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heterocycloalkyl, or heteroaryl;

R^2 is cyano or a substituted or unsubstituted monocyclic heteroaryl group;

R^3 is hydrogen, hydroxy, halogen, cyano, CO_2R^7 , NR^8R^9 , alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heterocycloalkyl or heteroaryl;

R^4 , R^5 , and R^6 are independently selected from the group consisting of hydrogen, halogen, nitro, cyano,

$O-R^7$, NR^8R^9 , SR^7 , $S(O)R^7$, SO_2R^7 , SO_3R^7 , $SO_2NR^8R^9$, CO_2R^7 , $C(O)NR^8R^9$, $C(O)alkyl$, $C(O)substituted\ alkyl$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl and substituted alkynyl;

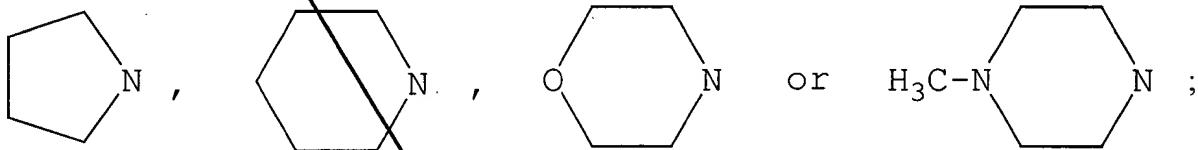
R^7 , R^{10} , and R^{11} , are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, alkynyl, cycloalkyl, substituted cycloalkyl, $C(O)alkyl$, $C(O)substituted\ alkyl$, $C(O)cycloalkyl$, $C(O) substituted\ cycloalkyl$, $C(O)aryl$, $C(O)substituted\ aryl$, $C(O)Oalkyl$, $C(O)Osubstituted\ alkyl$, $C(O)heterocycloalkyl$, $C(O)heteroaryl$, aryl, substituted aryl, heterocycloalkyl and heteroaryl; and

β1 cont

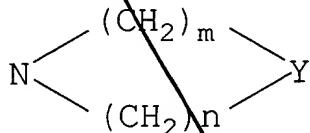
R^8 and R^9 are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, alkenyl, alkynyl, $C(O)alkyl$, $C(O)substituted\ alkyl$, $C(O)cycloalkyl$, $C(O)substituted\ cycloalkyl$, $C(O)aryl$, $C(O)substituted\ aryl$, $C(O)Oalkyl$, $C(O)Osubstituted\ alkyl$, $C(O)heterocycloalkyl$, $C(O)heteroaryl$, aryl, substituted aryl, heterocycloalkyl, and heteroaryl or R^8 and R^9 taken together with the nitrogen atom to which they are attached complete a heterocycloalkyl or heteroaryl ring;

with the following provisos:

(a) when R^1 is substituted or meta unsubstituted phenyl, R^3 is H, R^4 is H, R^5 is H and R^6 is H, then R^2 is not $PhCONH$,



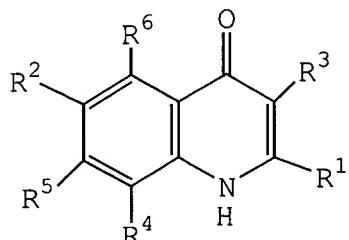
(b) when R^1 is phenyl substituted with H, F, Cl, Br, I, CH_3 , CF_3 , OH, OCH_3 , OCF_3 , OCH_2CH_3 , NH_2 , $NHCH_3$, $N(CH_3)_2$, O-benzyl, $-C(=O)-R_0$, or $-C(=O)-OR_0$ and R_0 is a lower alkyl group, R^3 is H, R^4 is H, R^5 is H and R^6 is H, then R^2 is not



where Y is CH_2 , O or S , m and n are each greater than 1, and the sum of m and n is between 3 and 6; and

(c) when R^2 is heteroaryl, at least one of the heteroatoms must be O.

12. (amended) A compound of Claim 10 of formula (III)



(III)

including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts, and solvates thereof wherein:

*R*² is 4-oxazolyl, substituted 4-oxazolyl, 5-oxazolyl, or substituted 5-oxazolyl;

*R*³ is hydrogen, hydroxy, NR⁸R⁹, alkyl of 1 to 4 carbons, alkenyl of 2 to 4 carbons, alkynyl of 2 to 4 carbons, substituted alkyl of 1 to 4 carbons, phenyl, substituted phenyl, cycloalkyl of 5 to 7 carbons, substituted cycloalkyl of 5 to 7 carbons, monocyclic heterocycloalkyl and monocyclic heteroaryl;

*R*⁴ is hydrogen, halogen, nitro, hydroxy, alkyl of 1 to 4 carbons, cyano, CF₃, OCF₃, OCH₃, SCH₃, S(O)CH₃, or S(O)₂CH₃;

*R*⁵ is hydrogen, halogen, nitro, hydroxy, alkyl of 1 to 4 carbons, cyano, vinyl, CF₃, CF₂CF₃, CH=CF₂, OCH₃, OCF₃, OCHF₂, SCH₃, S(O)CH₃, or S(O)₂CH₃; and

*R*⁶ is hydrogen, halogen, nitro, hydroxy, alkyl of 1 to 4 carbons, cyano, CF₃, OCH₃, OCF₃, SCH₃, S(O)CH₃, and S(O)₂CH₃.

13. (amended) A compound of Claim 12 including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts, and solvates wherein:

*R*² is 4-oxazolyl, substituted 4-oxazolyl, 5-oxazolyl, substituted 5-oxazolyl or heteroaryl;

*R*³ is hydrogen, hydroxy, halogen, methyl or NR⁸R⁹;

*R*⁴ is hydrogen;

*R*⁵ is halogen, methyl, ethyl, substituted alkenyl, alkyne, OMe or OCF₃; and

*R*⁶ is hydrogen.

14. (amended) A compound of Claim 13 including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts, and solvates wherein:

*R*² is 4-oxazolyl, substituted 4-oxazolyl, 5-oxazolyl or substituted 5-oxazolyl;

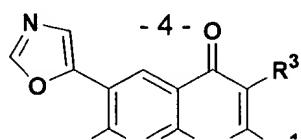
*R*³ is hydrogen, hydroxy, halogen or methyl;

*R*⁴ is hydrogen;

*R*⁵ is halogen, methyl or OMe; and

*R*⁶ is hydrogen.

15. (amended) A compound of Claim 10 of formula (V)



(V)

including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts, and solvates

selected from:

b1
Cont

a compound of formula (V) wherein:

R^1 is

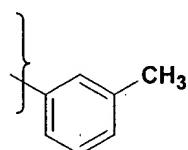


and R^3 is hydrogen;

b2

a compound of formula (V) wherein:

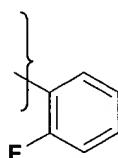
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is



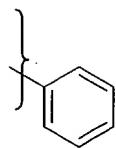
and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is CH_3 and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

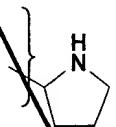


and R^3 is CH_3 ;

B1
Cont

a compound of formula (V) wherein:

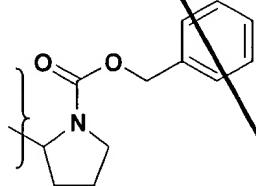
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

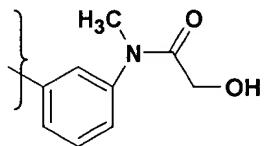


and R^3 is hydrogen;

B2

a compound of formula (V) wherein:

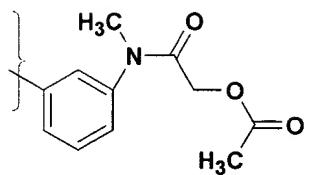
R^1 is



and R^3 is hydrogen;

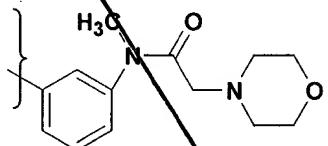
a compound of formula (V) wherein:

R^1 is



a compound of formula (V) wherein:

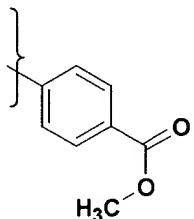
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

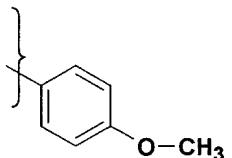
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

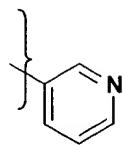
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

R¹ is

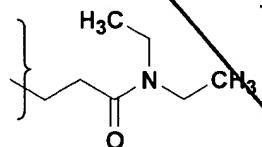


and R^3 is hydrogen;

β^1
cont

a compound of formula (V) wherein:

R^1 is



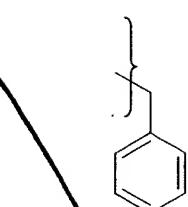
and R^3 is hydrogen;

β^2

a compound of formula (V) wherein:

R^1 is

β 1
out

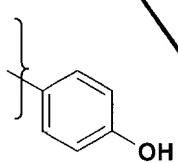


and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

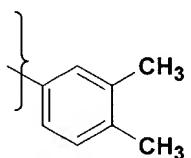
β 2



and R^3 is hydrogen;

a compound of formula (V) wherein:

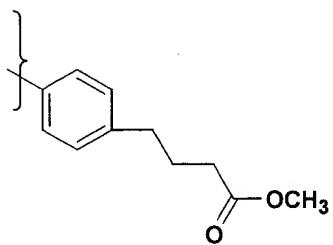
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

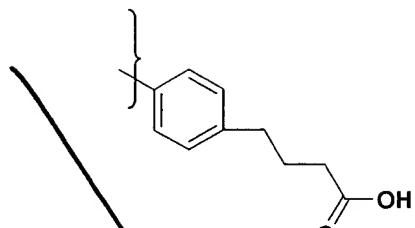
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

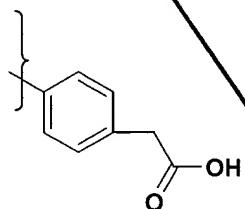
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

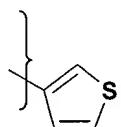
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

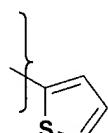
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

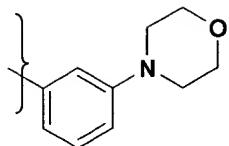
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

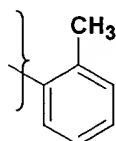


β^1
cont

and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

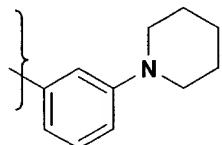


β^2

and R^3 is hydrogen;

a compound of formula (V) wherein:

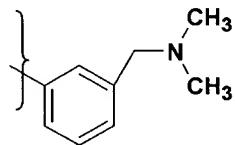
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

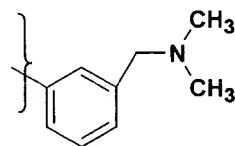
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

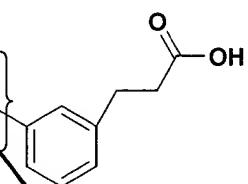
R^1 is



and R^3 is Br;

a compound of formula (V) wherein:

R^1 is

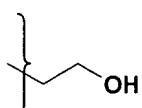


and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

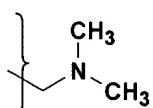
B2



and R^3 is hydrogen;

a compound of formula (V) wherein:

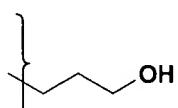
R^1 is



and R^3 is hydrogen;

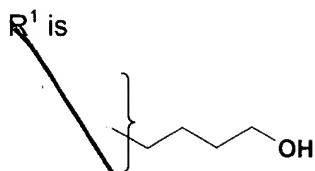
a compound of formula (V) wherein:

R^1 is



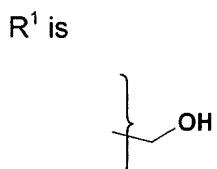
and R^3 is hydrogen;

a compound of formula (V) wherein:



β^1
cont

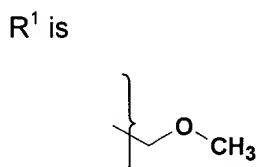
a compound of formula (V) wherein:



β^2

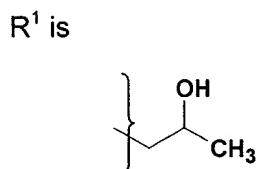
and R^3 is hydrogen;

a compound of formula (V) wherein:



and R^3 is hydrogen;

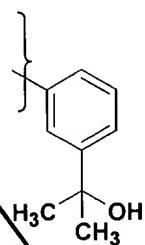
a compound of formula (V) wherein:



and R^3 is hydrogen;

a compound of formula (V) wherein:

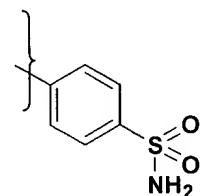
*R*¹ is



and *R*³ is hydrogen;

a compound of formula (V) wherein:

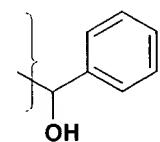
*R*¹ is



and *R*³ is hydrogen;

a compound of formula (V) wherein:

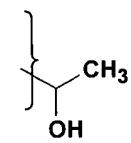
*R*¹ is



and *R*³ is hydrogen;

a compound of formula (V) wherein:

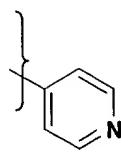
*R*¹ is



and *R*³ is hydrogen;

a compound of formula (V) wherein:

R^1 is

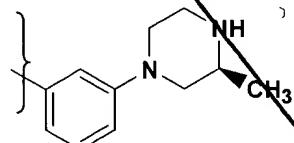


R^1
cont

and R^3 is hydrogen;

a compound of formula (IV) wherein:

R^1 is

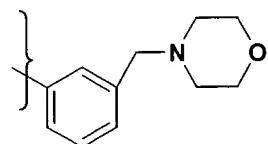


and R^3 is hydrogen;

R^2

a compound of formula (V) wherein:

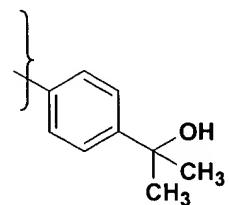
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

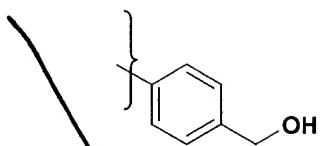
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

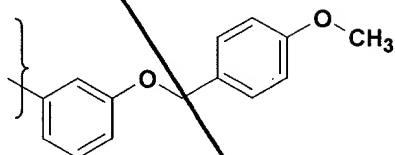


and R^3 is hydrogen;

β_1
cont

a compound of formula (V) wherein:

R^1 is

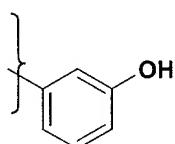


and R^3 is hydrogen;

β_2

a compound of formula (V) wherein:

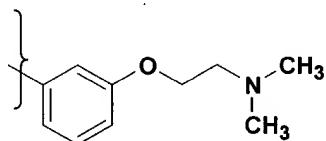
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

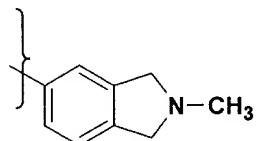
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

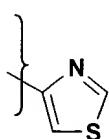
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

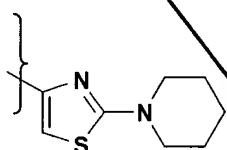


and R^3 is hydrogen;

β^1
cont

a compound of formula (V) wherein:

R^1 is

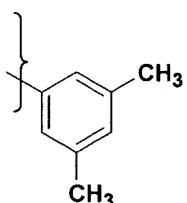


and R^3 is hydrogen;

β^2

a compound of formula (V) wherein:

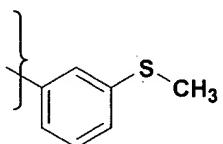
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

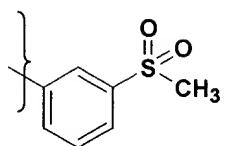
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

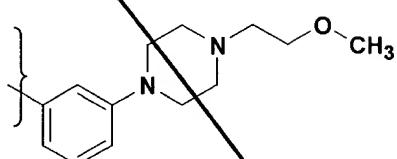


and R^1 is hydrogen;

B^1
Cont

a compound of formula (V) wherein:

R^1 is

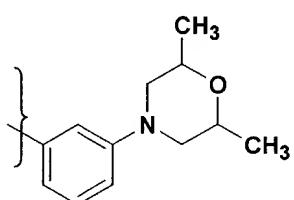


and R^3 is hydrogen;

B^2

a compound of formula (V) wherein:

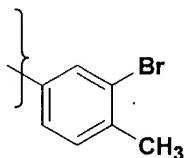
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

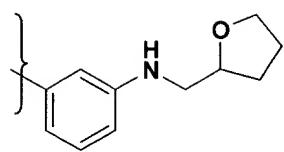
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

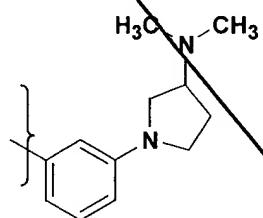
R^1 is



and R^3 is hydrogen;

β^1 cont a compound of formula (V) wherein:

R^1 is



and R^3 is hydrogen;

β^2 a compound of formula (V) wherein:

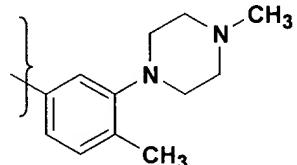
R^1 is



and R^3 is hydrogen;

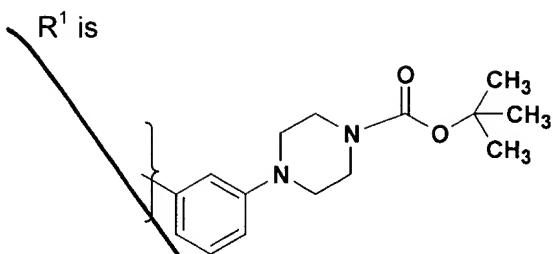
a compound of formula (V) wherein:

R^1 is

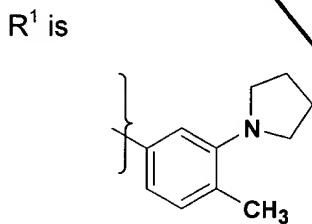


and R^3 is hydrogen;

a compound of formula (V) wherein:

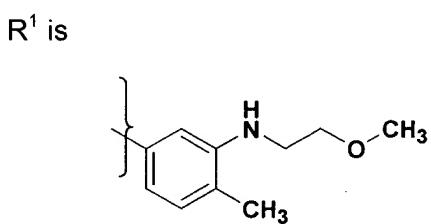


β_1
cont
a compound of formula (V) wherein:



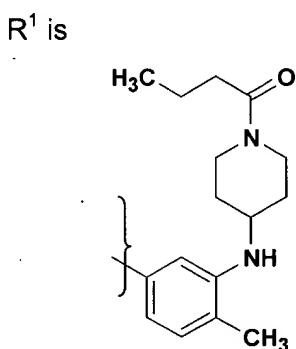
β_2
and R^3 is hydrogen;

a compound of formula (V) wherein:



and R^3 is hydrogen;

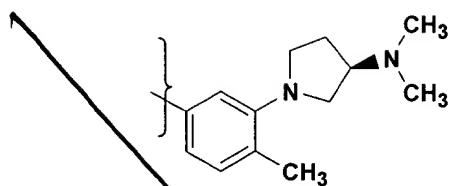
a compound of formula (V) wherein:



and R^3 is hydrogen;

a compound of formula (V) wherein:

R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

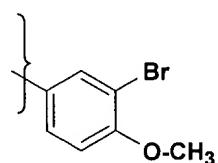
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

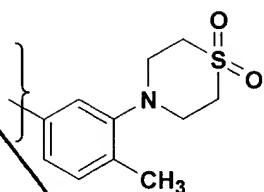
R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:

R^1 is

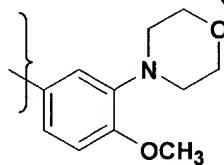


B^1
cont

and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

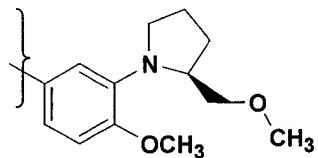


B^2

and R^3 is hydrogen;

a compound of formula (V) wherein:

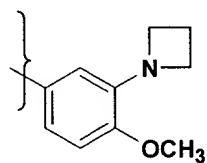
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

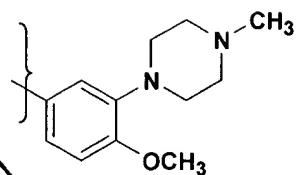
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R¹ is

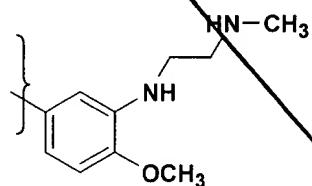


and R³ is hydrogen;

B1
cont

a compound of formula (V) wherein:

R¹ is

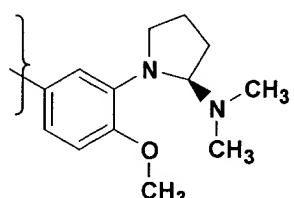


and R³ is hydrogen;

B2

a compound of formula (V) wherein:

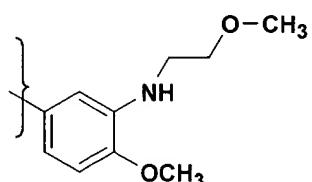
R¹ is



and R³ is hydrogen;

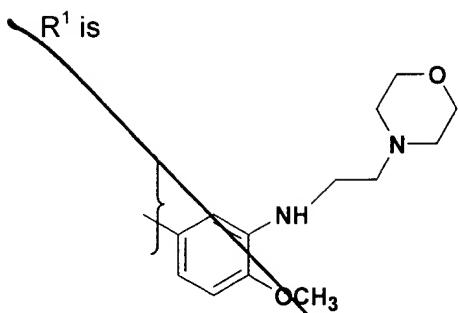
a compound of formula (V) wherein:

R¹ is



and R³ is hydrogen;

a compound of formula (V) wherein:



*B*¹
Cont

a compound of formula (V) wherein:

*R*¹ is

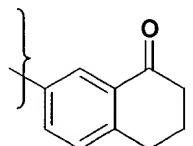


and *R*³ is hydrogen;

*B*²

a compound of formula (V) wherein:

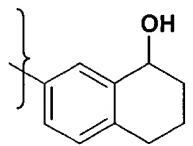
*R*¹ is



and *R*³ is hydrogen;

a compound of formula (V) wherein:

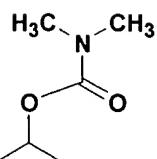
*R*¹ is



and *R*³ is hydrogen;

a compound of formula (V) wherein:

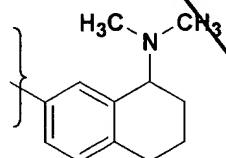
*R*¹ is



cont
and *R*³ is hydrogen;

a compound of formula (V) wherein:

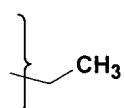
*R*¹ is



and *R*³ is hydrogen;

a compound of formula (V) wherein:

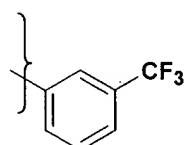
*R*¹ is



and *R*³ is hydrogen;

a compound of formula (V) wherein:

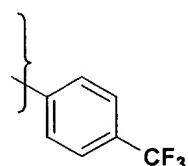
*R*¹ is



and *R*³ is hydrogen;

a compound of formula (V) wherein:

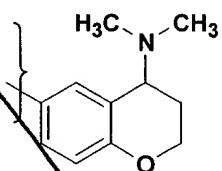
*R*¹ is



and R^3 is hydrogen;

a compound of formula (V) wherein:

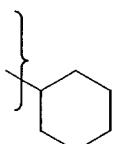
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

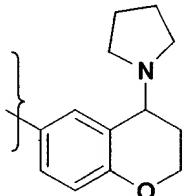
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

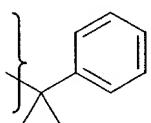
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

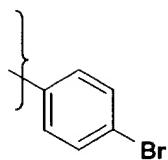
R^1 is



and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

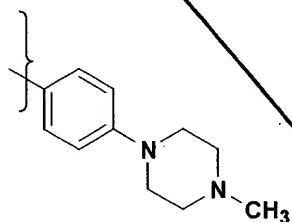


$\beta 1$
cont

and R^3 is hydrogen;

a compound of formula (V) wherein:

R^1 is

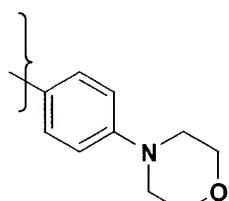


$\beta 2$

and R^3 is hydrogen;

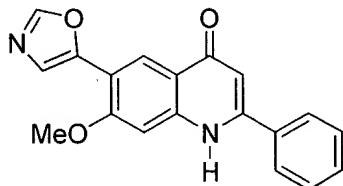
and a compound of formula (V) wherein:

R^1 is

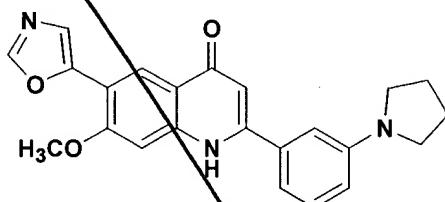
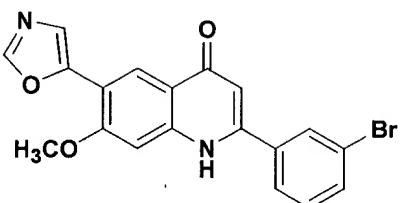


and R^3 is hydrogen.

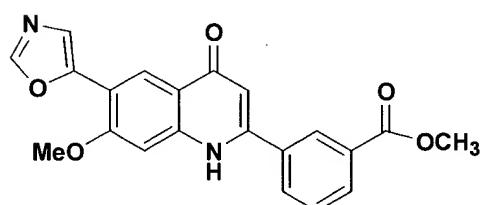
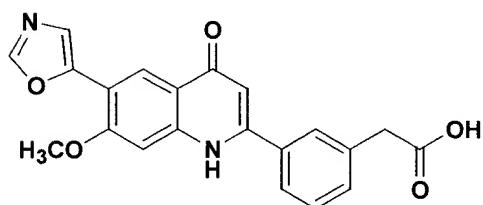
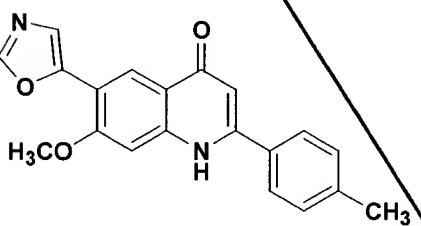
16. (amended) A compound of Claim 10 including enantiomers, diastereomers, tautomers, pharmaceutically acceptable salts, and solvates thereof selected from:

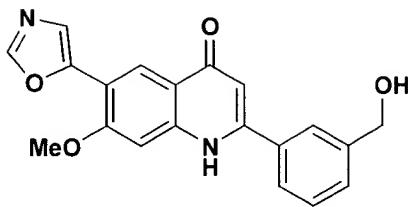


β_1
cont

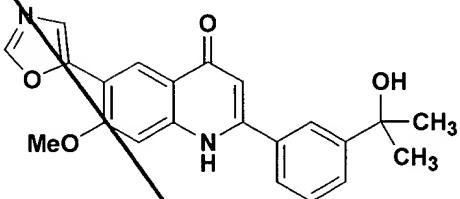


β_2

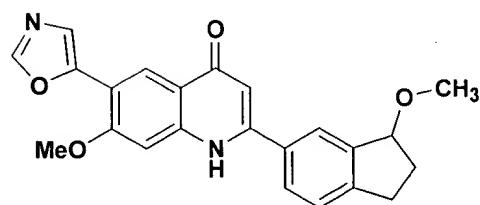
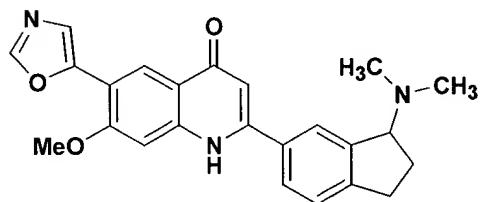
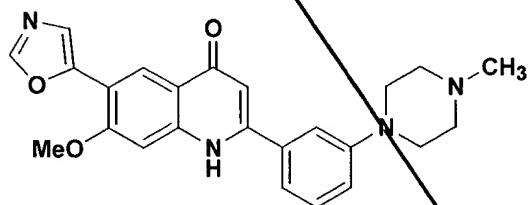




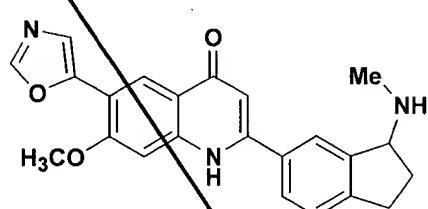
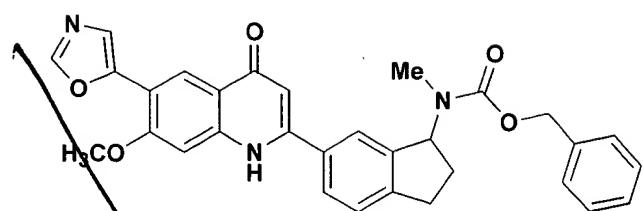
β^1
cont



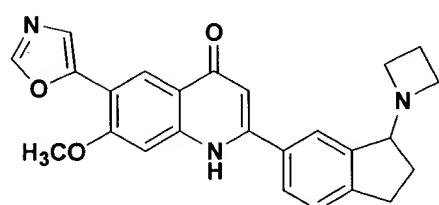
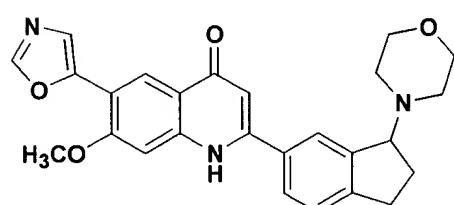
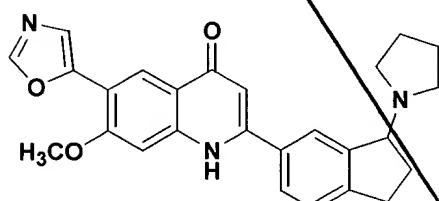
β^2



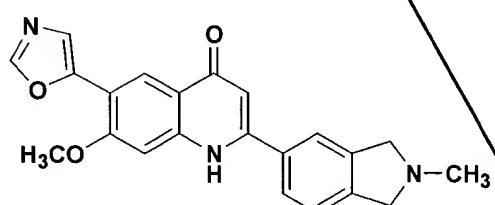
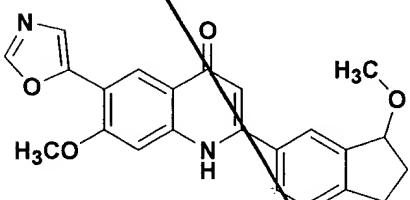
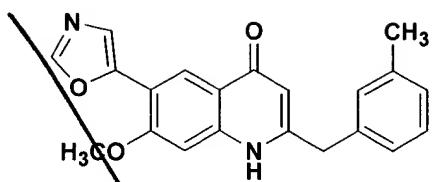
β
cont



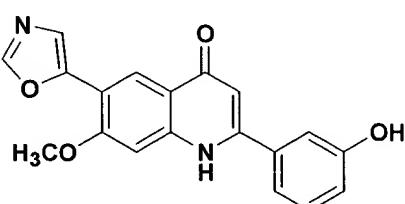
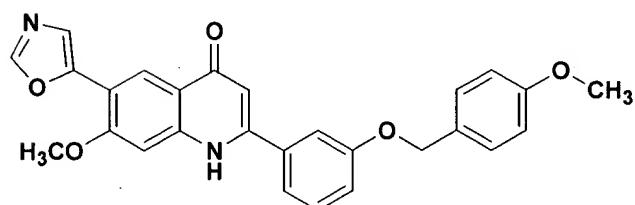
β ²



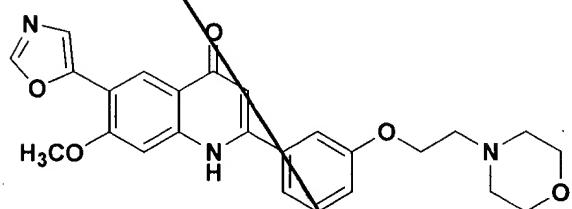
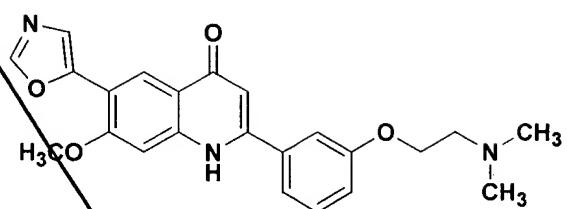
$\beta 1$
cont



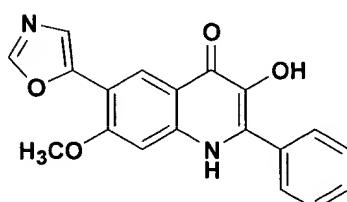
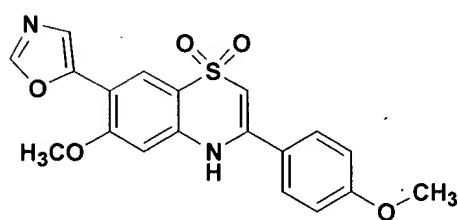
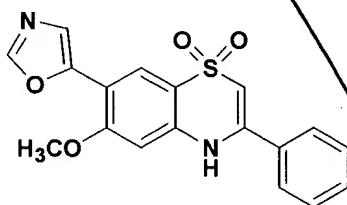
$\beta 2$



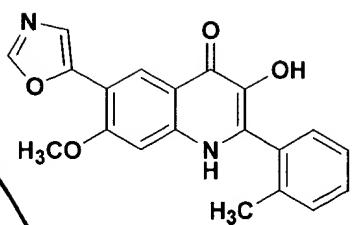
β^1
cont



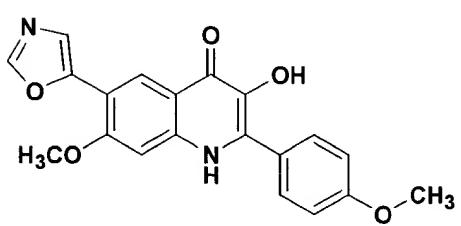
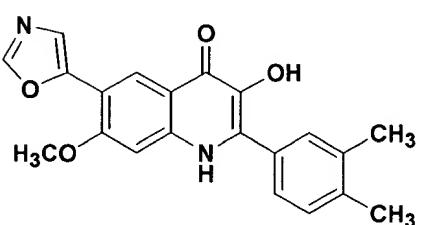
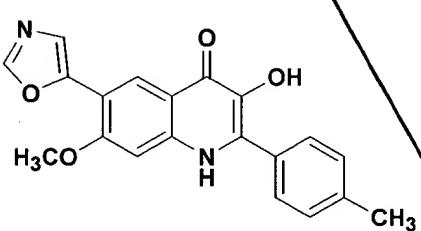
β^2



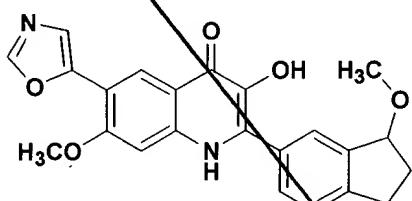
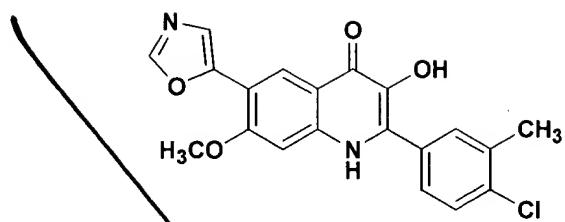
β^1
cont



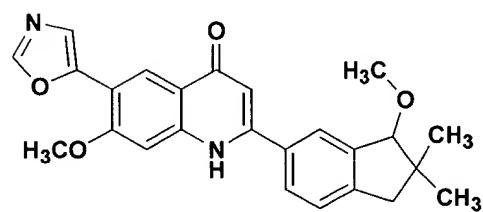
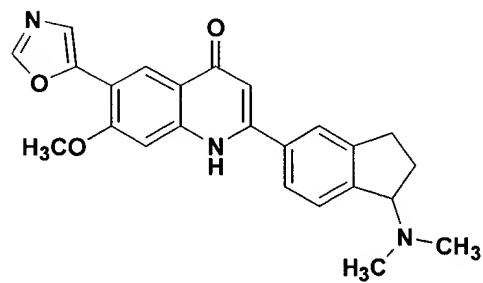
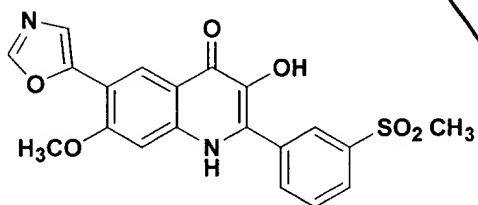
β^2



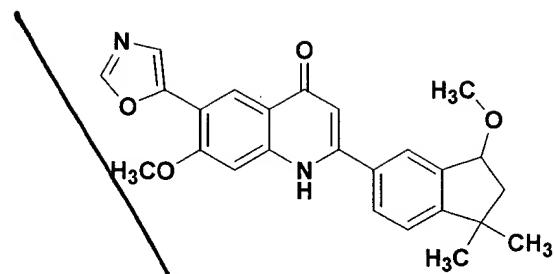
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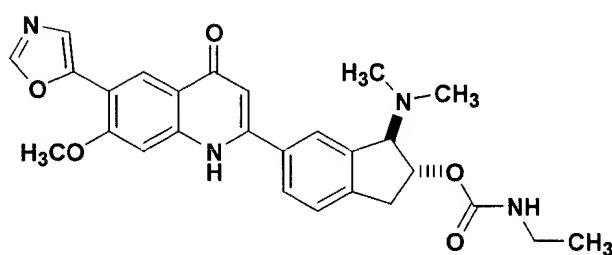
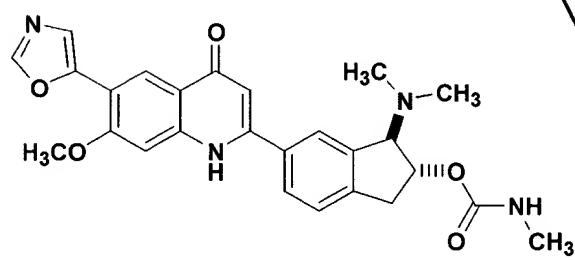
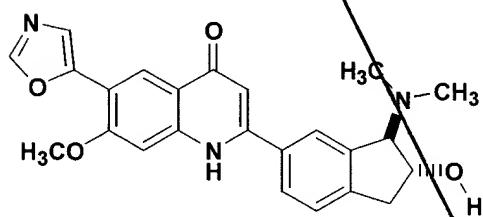
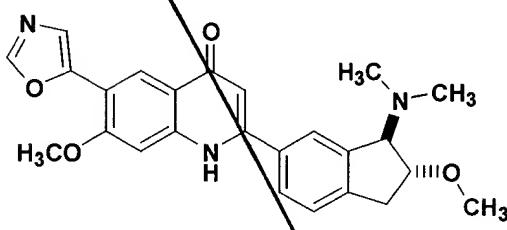
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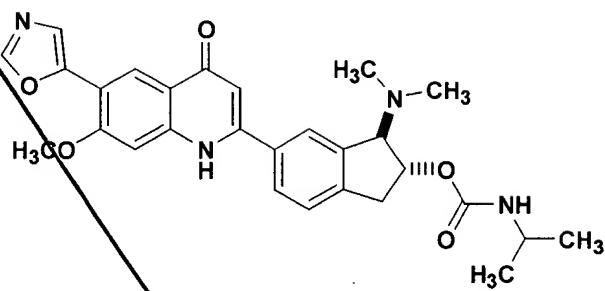
β_1
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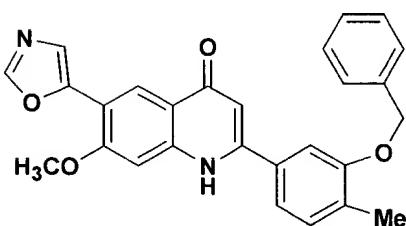
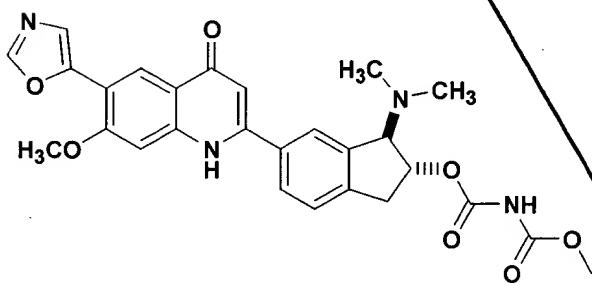
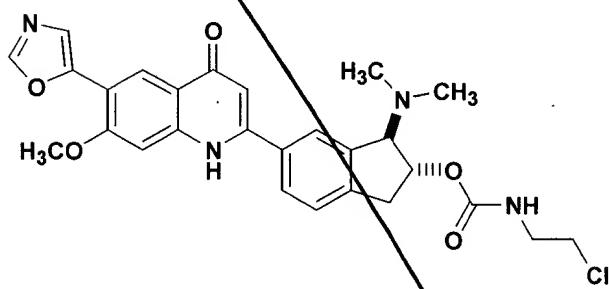
β_2



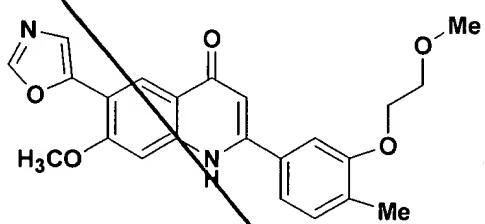
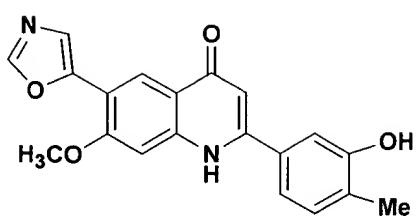
β^1
cont



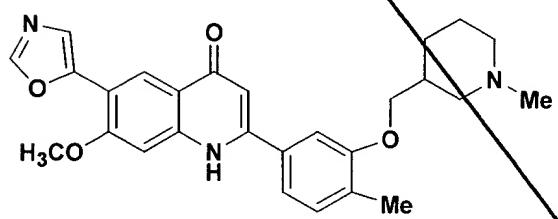
β^2

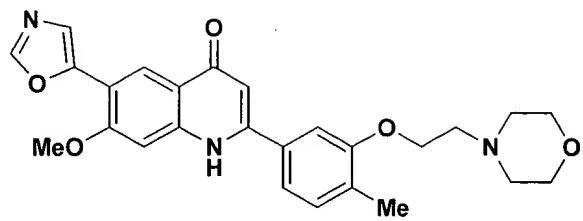


$\beta 1$
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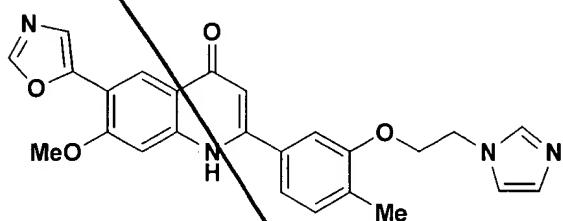


$\beta 2$

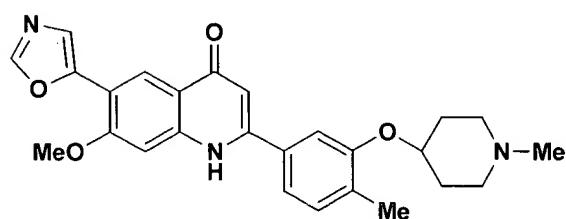
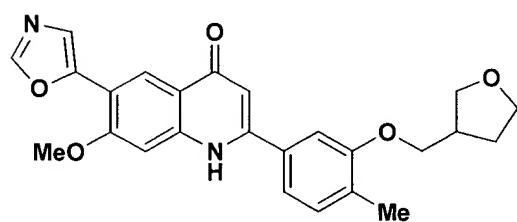
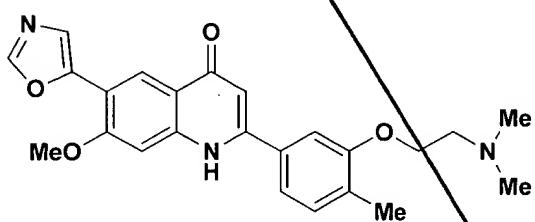




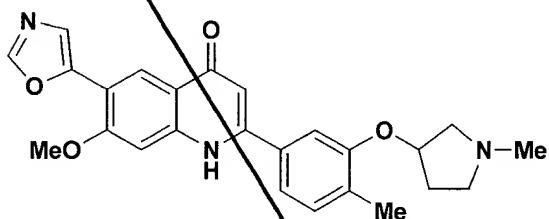
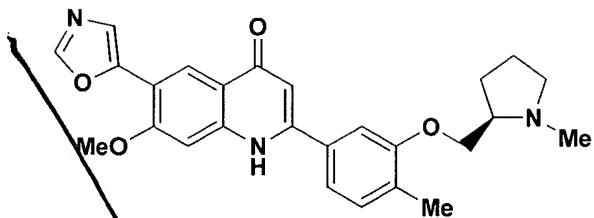
β^1
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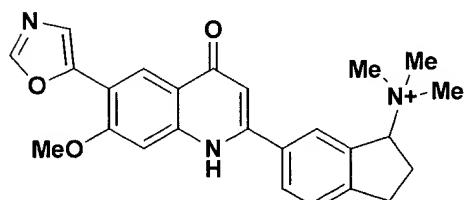
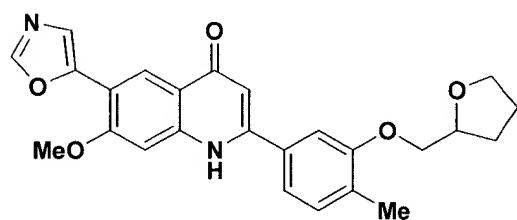
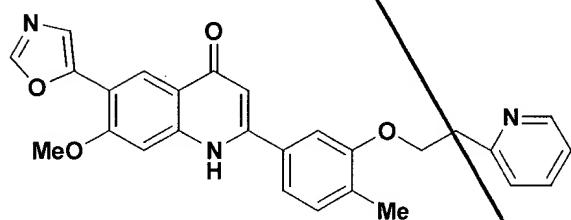
β^2

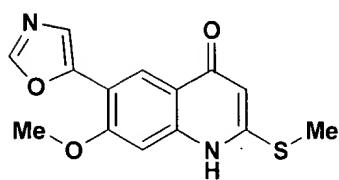
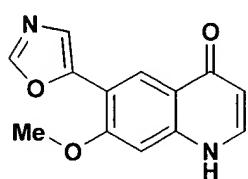
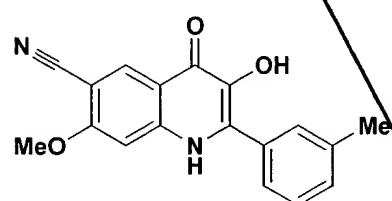
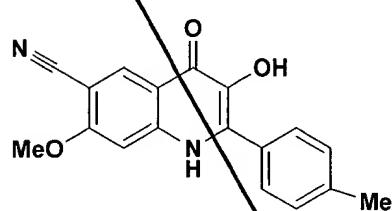
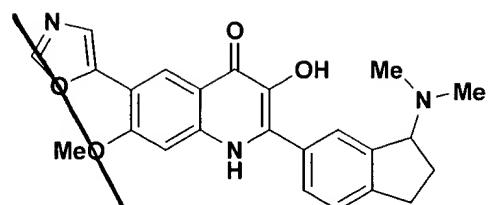


$\beta 1$
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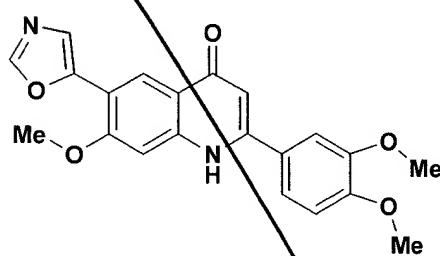
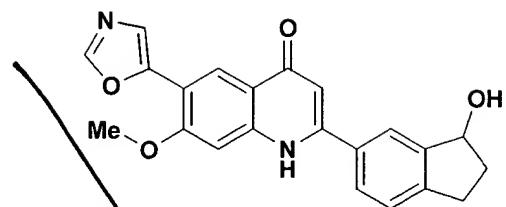


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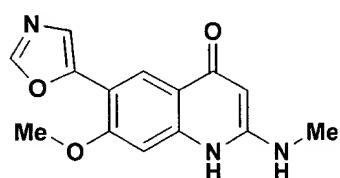
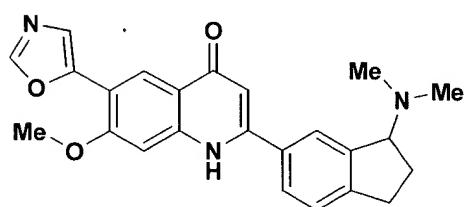
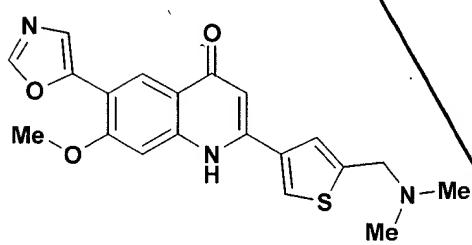


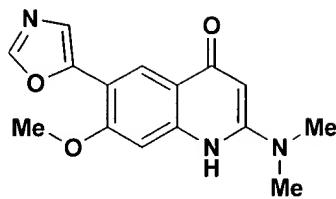


β /
cont

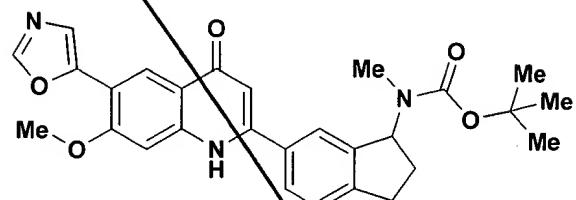


β 2

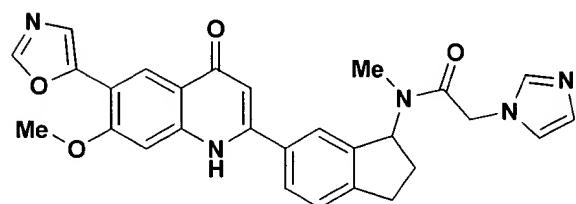
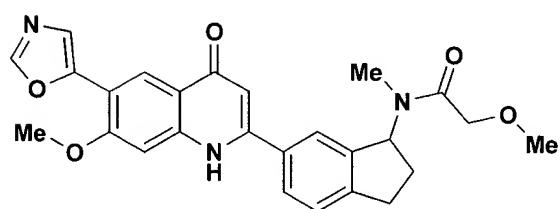
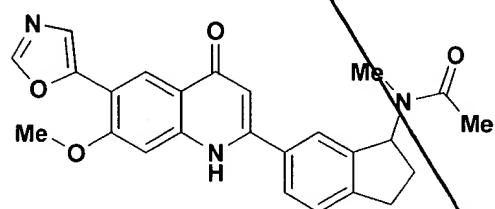


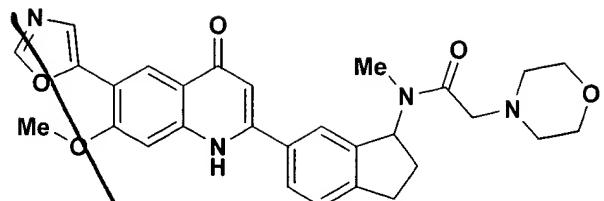


β^1
cont

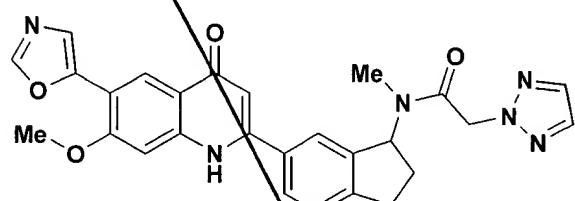


β^2

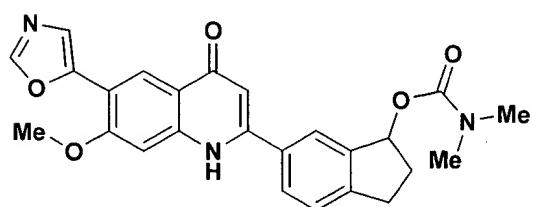
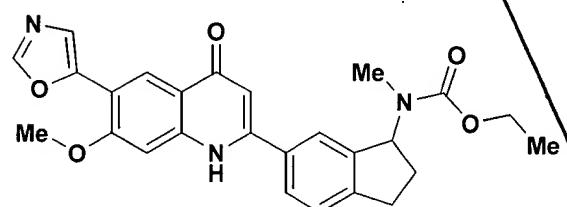
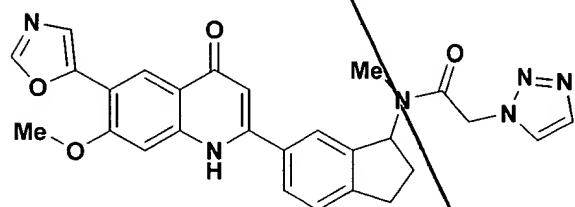




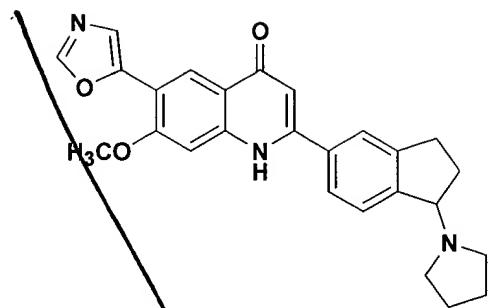
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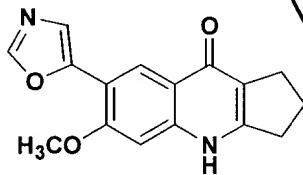
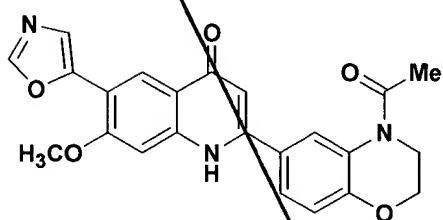
β 2



10
cont



11



and

